

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TENNESSEE  
MEMPHIS DIVISION

## IN RE REGIONS MORGAN KEEGAN SECURITIES, DERIVATIVE and ERISA LITIGATION

MDL Docket No. 2009

This Document Relates to:

*Landers v. Morgan Asset Management, Inc.*, No. 2:08-cv-02260-SMH-dvk

**MOTION TO DISMISS OF MORGAN KEEGAN & COMPANY, INC.,  
MORGAN ASSET MANAGEMENT, INC., AND MK HOLDING, INC.**

Morgan Keegan & Company, Inc., Morgan Asset Management, Inc. (“MAM”), and MK Holding, Inc. (collectively, the “Defendants”), respectfully submit this motion to dismiss Plaintiffs’ First Amended Derivative Complaint. Dismissal of this action is proper as Plaintiffs have failed to make a proper demand on the corporation at issue prior to filing suit and have failed to allege any facts that would show that demand on the corporation at the time Plaintiffs commenced this action would have been futile. Plaintiffs also fail to plead that that demand has been refused in accordance with applicable legal standards. Finally, Plaintiffs’ claims fail as a matter of law. As such, Defendants respectfully request that this action be dismissed.

A memorandum of law is submitted in support of this motion. Defendants likewise rely on the previously filed Declaration of Matthew M. Curley and its attachments as cited in the memorandum of law.

Respectfully submitted,

/s/ Matthew M. Curley

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**CERTIFICATE OF SERVICE**

I hereby certify that on December 15, 2009, I electronically filed the foregoing document with the Clerk of the Court by using the CM/ECF system which will send a notice of electronic filing to the following and/or served the following via U.S. Mail:

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